



**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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**VINCENT FERRE,**

**Plaintiff,**

**06 Civ. 01684 (CM)  
JUDGMENT**

**-against-**

**JOHN J. McGRATH, RICHARD GOLDENBERG,  
AROL I. BUNTZMAN, ROYCE N. FLIPPIN, JR.,  
PHILIP M. GETTER, DONAL GRUNEWALD,  
ELIE HOUSMAN,**

**Defendant,**

**-and-**

**EVCI CAREER COLLEGES HOLDING CORP.,**

**Nominal Defendant.**

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Whereas the above entitled action having been assigned to the Honorable Colleen McMahon, U.S.D.J., and the Court thereafter on February 16, 2007, having handed down a MEMORANDUM DECISION AND ORDER DISMISSING COMPLAINT (docket #23) because four of EVCI Career Colleges Holdings Corp.'s seven directors are not interested as matter of Delaware law, demand cannot be excuse as futile, without regard to whether the three who clearly qualify as inside directors, Defendants McGrath, Buntzman, and Goldenberg, are "interested" as a matter of law. Defendants' arguments addressed to the merits of the pleading need not be reached. Since no demand was made, the derivative complaint is dismissed,

**ORDERED, ADJUDGED AND DECREED:** that because four of EVCI Career Colleges Holdings Corp.'s seven directors are not interested as matter of Delaware law, demand cannot be excuse as futile, without regard to whether the three who clearly qualify as inside directors, Defendants McGrath, Buntzman, and Goldenberg, are "interested" as a matter of law. Defendants' arguments addressed to the merits of the pleading need not be reached. Since no demand was made, the derivative complaint is dismissed.

**DATED: White Plains, New York  
January 22, 2007**

*J. Michael McMahon*  
**J. Michael McMahon-Clerk of Court**

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**DOCKETED AS  
A JUDGMENT  
ON**